

**NASHOBA VALLEY WEAVERS' GUILD**

**BYLAWS**

**Approved by Membership vote on 27 September 2022**

## ARTICLE I NAME

The name of this organization shall be the Nashoba Valley Weavers' Guild, hereafter referred to as the "Guild".

## ARTICLE II PURPOSE AND AIM

1. Based in Harvard, Massachusetts, the purpose of the Guild shall be to promote and stimulate interest in and knowledge of handweaving, and to provide opportunities for members to improve their skills in the artistic field of handweaving.
2. The aim of the Guild is to educate and raise the general public's knowledge of handwoven goods through the process of shows, demonstrations, and sales while providing a forum for local weavers.
3. The Guild may maintain memberships in appropriate regional and national organizations related to handweaving as determined by the Board of Directors.
4. Although the Guild is not a non-profit organization, it shall be run as one.

## ARTICLE III BOARD OF DIRECTORS

1. The Board of Directors (BOD) of the Guild, hereafter referred to as the "Board", shall consist of Co-Chairpersons, Treasurer, Secretary, Communications Director, Publicist, Historian, Librarian, Hospitality Coordinator, Member(s)-at-Large, Website Manager, Program Director, and NEWS representative(s) (as required by the New England Weavers Seminar).
2. The Board shall act within the limits of these Bylaws to carry out the Guild's purpose and policies.
3. Vacancies shall be filled by the Board of Directors. A Board member may be replaced by a majority vote of the Board of Directors for just cause.
4. Any other appointments or consultants, as deemed necessary by the Board, may be made by the Chairpersons with Board approval.
5. All Board members shall serve a two year term. Consecutive terms are allowed. Co-chairs, Treasurer and Secretary are limited to up to three consecutive terms (six years). Individuals completing limited terms may remain on the board in another position. An individual may serve in more than one Board position simultaneously.
6. All Board members shall be members in good standing of the Guild.

## ARTICLE IV DUTIES

1. The Chairpersons provide purpose and direction to the Guild, set the agenda for meetings, preside at all meetings of the Guild and the Board of Directors, and delegate and/or carry out other responsibilities as needed. The Chairpersons shall also contribute information to the website/blog, or the current method of Guild Communications, to inspire the Guild body. The Chairpersons will be responsible for the assembly of the Annual Report, based on inputs from the other Board members. The Annual Report will be presented no later than the September Board meeting and will cover the Guild's previous fiscal year, with final version/approval no later than the October Board meeting.
2. The Treasurer will keep the financial record of the Guild according to standard bookkeeping practices. In addition to the Treasurer, the Board will choose one or more other Board Member(s) to be co-signer(s) on the Guild's checking account. The Treasurer will be responsible for the assembly of the annual budget, based on inputs from the Board. The Budget shall be approved by the Board prior to the start of the Fiscal Year. The Treasurer will be responsible for the Annual Financial report, for inclusion in the Annual Report. The Treasurer will be in charge of membership renewals, up-to-date member lists including names, addresses, phone numbers, and email addresses. The Treasurer also supervises the collection of money at Guild events and sales.
3. The Secretary will take the minutes of all Board of Directors meetings and distribute them to the Board. The Secretary will conduct all correspondence needed upon the Guild's behalf and keep an archive of the meeting minutes.
4. The Communications Director will ensure that all guild activities are posted to the website/blog and/or other current communications channels in a timely fashion.
5. The Publicist will write articles and submit them to local and/or online publications telling of Guild activities, publicize events, create computer graphics for materials, and conduct related activities.
6. The Historian will keep a copy of all newsletters, newspaper articles, and pictures in an organized fashion. The Historian will also arrange for photography of Guild shows and demonstrations and special events as deemed necessary.
7. The Librarian will be responsible for storing the Guild's books and other publications. The Librarian will order new materials and dispose of materials with the Board of Directors' approval. The Librarian will maintain an inventory of library materials and make the list available to Guild members. The Librarian will bring requested items to Guild meetings and record and track borrowed materials.

8. The Hospitality Coordinator will be responsible for ensuring that refreshments are available for Guild meetings and other special events.
9. Members-at-Large will assist other board members by taking on specific tasks that are mutually agreed upon, and by helping to bring new ideas to the board.
10. The Program Director will be responsible for coordinating the speakers, programs, and equipment in consultation with the Board. The Program Director will also maintain a list of contacts used in the position and will provide a description of each program for publicity purposes (website, etc.).
11. The Website Manager will maintain the website under the direction of the Board of Directors, including uploading new information to webpages as needed, and updating member access to the website at least annually.

#### ARTICLE V MEMBERSHIP

1. There shall be two types of memberships: Active and Honorary
2. Active members may include weavers, spinners, dyers, and those interested in the Guild and its aims.
3. Honorary members shall be named with Board approval.

#### ARTICLE VI DUES

1. Active members shall pay an annual fee, to be determined by the Board.
2. Honorary members shall be exempt from dues.
3. The Guild's Fiscal Year shall be from July 1 through June 30. The Treasurer will accept dues starting on July 1st. Members whose dues remain unpaid after the October meeting shall be considered to have resigned.

#### ARTICLE VII MEETINGS

1. The Guild's Program Year shall be from September through June.
2. Guild meetings shall be held each month during the program year. The November and December meetings will be combined into one. Meetings may be held virtually by Board decision.

3. Board of Directors' meetings shall be held each month during the program year, unless otherwise indicated. Business between meetings may be conducted through email.
4. Special meetings may be called by the Board of Directors as deemed necessary.
5. Twenty-five percent of the membership shall constitute a quorum at any Guild meeting. Without a 25% quorum, voting may be conducted electronically within the subsequent two weeks.
6. Fifty percent of Board membership shall constitute a quorum for the Board of Directors meetings.

#### ARTICLE VIII NOMINATING COMMITTEE/ELECTIONS

1. The Nominating Committee shall consist of Board members whose terms are not up for election.
2. The Nominating Committee shall nominate candidates to serve a two (2) year term as follows:
  - a. Odd year
    - One Co-Chairperson
    - Program Director
    - Communications Director
    - Secretary
    - Publicist
    - NEWS Representative
    - Member(s)-at-Large
  - b. Even years
    - The "other" Co-Chairperson
    - Treasurer
    - Historian
    - Hospitality Coordinator
    - Librarian
    - Website Manager
    - Member(s)-at-Large
3. All nominations shall be voted on at the annual Guild meeting in June and officers elected by a majority vote.

## ARTICLE IX PARLIAMENTARY AUTHORITY

The rules contained in “Roberts Rules of Order Revised” shall govern these proceedings of this Guild in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

## ARTICLE X AMENDMENTS

These Bylaws may be altered, amended, or repealed in whole or in part at any meeting of the Guild by a two-thirds vote of the members present and voting, provided the action proposed to be taken shall have been presented in writing or via email to the members at least two weeks prior to the Guild meeting.

## ARTICLE XI DECISION TO DISSOLVE

The dissolution of the Guild may be authorized at a meeting of the membership upon the adoption of a resolution to dissolve by a majority vote of members in good standing.

## ARTICLE XII PAYMENT OF LIABILITIES AND DISTRIBUTION OF ASSETS

Upon dissolution, all liabilities and obligations of the Guild shall be paid, satisfied and discharged, or adequate provisions shall be made therefore. Any remaining assets shall be liquidated and/or distributed to a non-profit organization or fund that is organized and operated exclusively for charitable or educational purposes. 501(c)(3) status is not required for the non-profit or fund to be a recipient. The specific organizations and/or funds shall be recommended by the Board and approved on a majority vote of the members in good standing at the time of dissolution.

## ARTICLE XIII STANDING RULES

1. A separate document will be maintained which specifies the standing rules and common practices used by the Board.
2. The standing rules may be altered or amended at any Board meeting where a quorum is present. A two-thirds vote of the Board members present shall be required if the amendment is suggested during the meeting, without previous notification by email or agenda listing to all Board members. A simple majority vote of the Board members present shall be required with advance notice of the vote.